

# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

1408	744	

OMB APPROVAL					
OMB Number: Expires:	3235-0076 April 30, 2008				
Estimated averag	e burden se16.00				

SEC USE ONLY						
Prefix	Serial					
DAT	E RECEIVED					

	<del></del>				
Name of Offering ( check if this is an amend FrontPoint Offshore Healthcare Long Horizons		hanged, and indicate	cnange.)		
Filing Under (Check box(es) that apply):	☐ Rule 504	Rule 505	□ Rule 506	Section 4(6)	ULOE
• • • • • • • • • • • • • • • • • • • •	Amendment	<del></del>			
	A, BAS	IC IDENTIFICATION	DATA		
1. Enter the information requested about the is	ssuer				
Name of Issuer ( check if this is an ame FrontPoint Offshore Healthcare Long Horizons		s changed, and indica	ate change.)		
Address of Executive Offices	•	t, City, State, Zip Coo		Telephone Number (Incl	uding Area Code)
Address of Principal Business Operations	(Number and Stree	PROCE	(A)OFD	Telephone Number (Incl	uding Area Code)
(if different from Executive Offices)	_	Phote	22ED		
Brief Description of Business		SEP 10	2007	1 <b>1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 </b>	THE OWN REPORTED WERE THE
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		THOMS	ON		
		THOMS FINANC	IAL	0707	6982
Type of Business Organization				<del></del>	<del></del>
corporation	limited partners	nip, already formed		other (please specify	):
☐ business trust	limited partners	nip, to be formed			
		Month	Year		
Actual or Estimated Date of Incorporation or O	rganization:			Actual	☐ Estimated
Jurisdiction of Incorporation or Organization:		S. Postal Service abb		e:	
	Ort for Conada, I Iv	to outer foreign jun	oarouorr <sub>i</sub>		

## **GENERAL INSTRUCTIONS**

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mall to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (05-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

		A BASIC IDENTIF	CATION DATA					
Enter the information reque	_		1					
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> </ul>								
<ul> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> </ul>								
Each general and managing partner of partnership issuers.								
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	☑ General and/or Managing Partner			
Full Name (Last name first, if	f individual)		<u>,</u>					
FrontPoint Healthcare Long I								
Business or Residence Addr								
Two Greenwich Plaza, Green								
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	Executive Officer	Director	General and/or  Managing Partner			
Full Name (Last name first, if	f Individual)	· <u> </u>						
FrontPoint Partners LLC	,							
Business or Residence Addr	ess (Number and Stree	t, City, State, Zip Code)						
Two Greenwich Plaza, Green		,,, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or			
Check Box(es) that Apply.	C) Flomoter	L) Deficilical Owner	M Executive Offices	M Pirecio	Managing Partner			
Full Name (Last name first, it	f Individual)	· · · · · · · · · · · · · · · · · · ·						
Hagarty, John								
Business or Residence Addr	ess (Number and Stree	et, City, State, Zip Code)						
Two Greenwich Plaza, Green	nwich, CT 06830							
Check Box(es) that Apply:	Promoter	Beneficial Owner		☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, li	f Individual)							
Boyle, Geraldina								
Business or Residence Addr	ess (Number and Stree	et, City, State, Zip Code)						
Two Greenwich Plaza, Green	nwich, CT 06830							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, it	findividual)							
McKinney, T.A.								
Business or Residence Addr	ess (Number and Stree	et, City, State, Zip Code)						
Two Greenwich Plaza, Green	nwich, CT 06830							
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner		Director	☐ General and/or			
					Managing Partner			
Full Name (Last name first, i	t individual)							
Arnold, Jill								
Business or Residence Addr	*	et, City, State, Zip Code)						
Two Greenwich Plaza, Green								
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☑ Executive Officer	Director	☐ General and/or Managing Partner			
Full Name (Last name first, it	f individual)							
Marmoll, Eric								
Business or Residence Addr	· ·	et, City, State, Zip Code)						
Two Greenwich Plaza, Gree			<b>₩</b>	[T] p:				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, I	f individual)							
Creaney, Robert								
Business or Residence Addr	·	et, City, State, Zip Code)						
Two Greenwich Plaza, Green	nwich, CT 06830							

Check Box(es) that Apply:	☐ Promoter	Beneficial Owner		Director	☐ General and/or Managing Partner				
Full Name (Last name first, if	individual)								
Munno, Dawn									
Business or Residence Address (Number and Street, City, State, Zip Code)									
Two Greenwich Plaza, Greenwich, CT 06830									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner				
Full Name (Last name first, if	individual)								
Mendelsohn, Eric									
Business or Residence Addre	ess (Number and Street, C	City, State, Zip Code)							
Two Greenwich Plaza, Green	wich, CT 06830								
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner				
Full Name (Last name first, if	individual)		<u></u>						
Webb, James G.			•						
Business or Residence Addre	ss (Number and Street, C	City, State, Zip Code)							
Two Greenwich Płaza, Green	wich, CT 06830		•						
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer		☐ General and/or Managing Partner				
Full Name (Last name first, if	individual)								
Lang, Martin									
Business or Residence Addre	•	ity, State, Zip Code)	,	<u> </u>					
Two Greenwich Plaza, Green	wich, CT 06830								
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer		☐ General and/or Managing Partner				
Full Name (Last name first, if	individual)			·					
Byrne, Martin			;						
Business or Residence Addre	ess (Number and Street, C	City, State, Zip Code)							
Two Greenwich Plaza, Greenwich, CT 06830									
Check Box(es) that Apply:	Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if	individual)								
Canafund (FMS) Inc.									
Business or Residence Addre	*	• • •							
5 Place Ville Marie, Suite 110	0, Montreal, Quebec H38	3 2G2, Canada							

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS) 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$	\$
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$20,006,000	\$20,006,000
Other (Specify).	\$	\$
Total	\$20,006,000	\$20,006,000
Answer also in Appendix, Column 3, if filing under ULOE.	* .	
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number	Aggregate Dollar Amount
	Investors	of Purchases
Accredited Investors	2	\$20,006,000
Non-accredited investors		\$
Total (for filings under Rule 504 only)		\$
· · · · · · · · · · · · · · · · · · ·	<del></del>	
Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of	
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering	Security	Dollar Amount Sold
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering  Rule 505	Security	Sold \$
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering  Rule 505  Regulation A	Security	Sold
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering  Rule 505  Regulation A	Security	Sold \$
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering  Rule 505  Regulation A	Security	\$ \$ \$
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering  Rule 505  Regulation A	Security	\$ \$ \$ \$
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505 Regulation A Rule 504 Total  Total  Total  Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the	Security	\$ \$ \$ \$ \$ \$ \$
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505 Regulation A Rule 504 Total Total  Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	Security	\$   \$   \$   \$   \$   \$   \$   \$   \$   \$
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505 Regulation A Rule 504 Total  Total  Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees	Security	Sold
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505 Regulation A Rule 504 Total  Total  Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees Printing and Engraving Costs.	Security	Sold  \$
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505 Regulation A Rule 504 Total  Total  Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs.  Legal Fees.	Security  C	Sold  \$
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505 Regulation A Rule 504 Total  Total  Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees	Security  Compared to the comp	Sold  \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of offering Rule 505 Regulation A Rule 504 Total  Total  Total  Eurnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees Printing and Engraving Costs.  Legal Fees Engineering Fees	Security	Sold   S   S   S   S   S   S   S   S   S

200		COOFFERING PRI	CE NUMBER OF INVEST	ORS, EXPENSES	AND I	ISE OF PROCEEDS		e som Greek (ASS)
<ul> <li>Enter the difference between the aggregate offering price given in response to Part C</li> <li>Question 1 and total expenses in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."</li> </ul>					\$20,006,000			
5.	to be used for each of furnish an estimate an	f the purposes shown. I d check the box to the le adjusted gross proceeds	ss proceeds to the issuer if the amount for any purp ft of the estimate. The tot to the issuer set forth in r	ose is not:known, al of the payments				
						Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees	<b></b>	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			\$		<u>\$</u>
	Purchase of real	estate				\$		\$
	Purchase, rental	or leasing and installation	n of machinery and equipm	nent		\$		\$
	Construction or le	easing of plant buildings	and facilities	***************************************		\$		\$
	offering that may	be used in exchange for	the value of securities inve the assets or securities of	another issuer		\$		\$
	Repayment of inc	debtedness	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			\$		<u>\$</u>
			***************************************			\$		<u>\$</u>
	Other (specify):	Exempted company lin partner interest of affilia	nited by shares that investigated entity.	In a limited		\$	⊠	\$20,006,000
						\$		\$
	Column Totals	*******	*******			\$	$\boxtimes$	\$20,006,000
	Total Payments L	isted (column totals add	ed)			⊠ \$20,00	6,000	
			D. FEDERAL	SIGNATURE			更新	
con	stitutes an undertaking l	by the issuer to furnish to	by the undersigned duly a the U.S. Securities and E or pursuant to paragraph (	xchange Commission	f this r on, up	notice is filed under Rule on written request of its	505, t staff, t	he following signature he information
	uer (Print or Type)		Signatyfe			Date		
	ntPoint Offshore Healtho	care Long Horizons	yay			August.3/, 2007		
Nan	ne of Signer (Print or Ty	rpe)	Title of Signer (Rrin or T	ype)				
T.A	. McKinney		Director of the Issuer					

END

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)